

BEFORE THE TENNESSEE REGULATORY AUTHORITY

NASHVILLE, TENNESSEE

February 14 , 2005

IN RE:	)	
	)	
PETITION FOR APPROVAL OF AMENDMENT	)	DOCKET NO.
TO THE RESALE AGREEMENT BETWEEN	)	04-00389
BELLSOUTH TELECOMMUNICATIONS, INC.	)	
AND QUANTUMSHIFT COMMUNICATIONS,	)	
INC.	)	

**ORDER APPROVING
FIRST AMENDMENT TO THE RESALE AGREEMENT**

This matter came before Chairman Pat Miller, Director Deborah Taylor Tate and Director Ron Jones of the Tennessee Regulatory Authority (the "Authority"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on January 10, 2005, to consider, pursuant to 47 U.S.C. § 252, the Petition for approval of the first amendment to the resale agreement negotiated between BellSouth Telecommunications, Inc. and QuantumShift Communications, Inc.

The original resale agreement between these parties was filed on January 6, 2004, and was assigned Docket No. 04-00003. It was approved at a regularly scheduled Authority Conference on March 22, 2004. The first amendment, which is the subject of this docket, was filed on November 4, 2004.

Based upon the review of the amendment, the record in this matter, and the standards for review set forth in 47 U.S.C. § 252, the Directors unanimously granted the Petition and made the following findings and conclusions:

1) The Authority has jurisdiction over public utilities pursuant to Tenn. Code Ann. § 65-4-104 (2004).

2) The amendment is in the public interest as it provides consumers with alternative sources of telecommunications services within BellSouth Telecommunications, Inc.'s service area.

3) The amendment is not discriminatory to telecommunications service providers that are not parties thereto.

4) 47 U.S.C. § 252(e)(2)(A) provides that a state commission may reject a negotiated agreement only if it “discriminates against a telecommunications carrier not a party to the agreement” or if the implementation of the agreement “is not consistent with the public interest, convenience or necessity.” Unlike arbitrated agreements, a state commission may not reject a negotiated agreement on the grounds that the agreement fails to meet the requirements of 47 U.S.C. §§ 251 or 252(d).¹ Thus, although the Authority finds that neither ground for rejection of a negotiated agreement exists, this finding should not be construed to mean that the amendment is consistent with §§ 251 or 252(d) or, for that matter, previous Authority decisions.

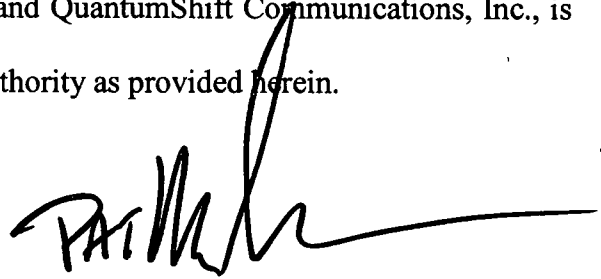
5) No person or entity has sought to intervene in this docket.

6) The amendment is reviewable by the Authority pursuant to 47 U.S.C. § 252 and Tenn. Code Ann. § 65-4-104 (2004).

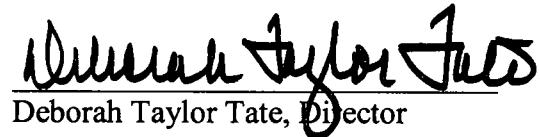
¹ See 47 U.S.C. § 252(e)(2)(B)

IT IS THEREFORE ORDERED THAT:

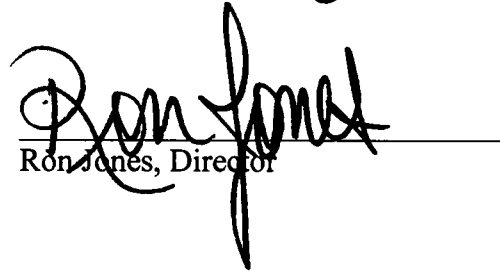
The Petition is granted, and the first amendment to the resale agreement negotiated between BellSouth Telecommunications, Inc. and QuantumShift Communications, Inc., is approved and is subject to the review of the Authority as provided herein.

A handwritten signature in black ink, appearing to read 'Pat Miller', written over a horizontal line.

Pat Miller, Chairman

A handwritten signature in black ink, appearing to read 'Deborah Taylor Tate', written over a horizontal line.

Deborah Taylor Tate, Director

A handwritten signature in black ink, appearing to read 'Ron Jones', written over a horizontal line.

Ron Jones, Director